

Aquavista Watersides Topco Ltd

Annual Report and Financial Statements

Period Ended

31 March 2022

Company Number 13771013

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Aquavista Watersides Topco Ltd

Company Information

Directors	D J Bains S M De Polo N M England G P Fletcher J E Grinsted A J Grove (resigned 29 March 2022) R J Palmer R Sang A J Saunders M S Wanless R Powell (appointed 29 March 2022)
Registered number	13771013
Registered office	Sawley Marina Long Eaton Nottinghamshire NG10 3AE
Independent auditor	BDO LLP Water Court, Ground Floor - Suite B 116-118 Canal Street Nottingham NG1 7HF

Aquavista Watersides Topco Ltd

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Aquavista Watersides Topco Ltd

Group Strategic Report For the Period Ended 31 March 2022

Introduction

The Directors present their Strategic Report together with the audited financial statements for the 4 month period ended 31 March 2022.

Objective and strategy

Aquavista operates 29 marinas across England, making it the largest marina operator by number of locations across the UK. The business owns and operates over 5,000 moorings across its 29 locations. The principal objective of the Group is the operation of these marinas and associated services to provide an excellent quality of experience for customers whilst maximising the returns for shareholders.

The key to achieving this is the recruitment and retention of a well-trained and motivated workforce supported by a strong brand and marketing message and investment in the marina infrastructure to improve its offering to customers and drive strong shareholder returns.

The business operates a range of sites across the inland and coastal network and is the only large marina operator to offer planning approved residential moorings to its customers. We operate over 800 of these currently across 16 sites with plans to extend this offering further into other locations under the Group's management.

Aquavista and the acquisition of Castle Marinas Ltd and subsidiaries

Castle Marinas Ltd and subsidiaries ("Castle") was acquired in December 2021. Castle operated 11 marinas across England spanning the inland and coastal network, and its portfolio was complementary to Aquavista's existing sites.

Having successfully completed the acquisition of Castle, the 11 sites were integrated under the Aquavista umbrella. The Group is now focused on building on this industry leading platform to improve customer services through targeted capital investment to create long-term value.

This acquisition has allowed us to create an unparalleled portfolio of inland and coastal sites which through further targeted investment has enabled the brand to offer greater benefits to all mooring customers through initiatives such as Explore 34 and our Moor Card. These strategic initiatives allow our annual contract holders access to a series of national and local commercial benefits that improve their mooring experience. This includes the ability to spend up to 34 nights away from their "home" berth at any of Aquavista's other marinas across the network allowing our customers to make the most of life boating with us.

Business review

The Group's results comprise the trading activities for the 4 month period ended 31 March 2022.

The Group's results for the period show operating loss of £553,000, a loss for the period of £5,165,000, and turnover of £6,381,000. There were £1,378,000 of exceptional costs, of which £777,000 related to aborted acquisition costs, £526,000 related to the integration of the Castle Marinas business, £38,000 related to remedial works and £37,000 related to operational restructuring costs.

The Group utilises a range of key performance indicators to manage the business, including total revenue, occupancy, profitability and cash generation. The Group's cash position closed at £4,656,000 at 31 March 2022.

The Group manages a total of 5,770 saleable berths of which 5,100 are water berths and 670 are hardstanding berths.

Aquavista Watersides Topco Ltd

Group Strategic Report (continued) For the Period Ended 31 March 2022

Business review (continued)

The revenue performance by each of the main business areas was:

	2022 £000
Moorings (including hardstanding)	4,461
Retail	369
Brokerage fees	336
Floating Homes	209
Other income	1,006
	<hr/> 6,381 <hr/>

Other income includes revenue from floating homes, storage, cost recoveries and sundry income.

Overall income is driven by moorings, with an average of 84% of berths filled across the period.

Going concern

In order to form an assessment of the continued applicability of the going concern basis of preparation, the Directors have prepared trading and cash flow forecasts for the Group for a period of at least 12 months from the date of approval of the financial statements. The Group has net current liabilities of £4,829,000 and it has the support of the group companies to enable it to meet its liabilities as they fall due. The Directors have also reviewed the associated credit facilities of the Group, including assessment of the recent and forecast future compliance with covenants. These trading and cash flow forecasts indicate the Group will be able to operate within the committed facilities, without recourse to the equity commitment, and in full compliance with all associated covenants.

Given the ongoing economic uncertainty, the Directors have also applied various sensitivities to the trading and cash flow forecasts. These scenarios confirm that the Group will be able to continue to operate and settle their liabilities as they fall due under all reasonably foreseeable scenarios. Should the potential future impacts be greater than the Directors predict, they would look to implement cost management and cash flow initiatives and to access any further grants / reliefs available from government as appropriate.

Based on the above the Directors are satisfied that the Group and the Company will be able to continue as a going concern.

Aquavista Watersides Topco Ltd

Group Strategic Report (continued) For the Period Ended 31 March 2022

Principal risks and uncertainties

The Group's operations are managed according to policies and procedures approved by the board of directors. As a holding company the principal risks relate to the recovery of its investment. The risks associated with the trade of Aquavista Watersides Ltd are disclosed in that company's financial statements and are summarised below.

Competition

The Group operates in a competitive environment with other Marinas in similar geographic locations. The actions and performance of a competitor can have an impact on the Group. Competitors' pricing and strategies are kept under review and the Group strives to mitigate this risk by maintaining and improving customer service and investing in essential infrastructure to maintain competitive.

Information systems

The Group's activities are dependent upon the performance of a variety of software packages and the stability of the platforms upon which they are hosted. The Group has utilised off site hosting and has partnered with a specialist IT support company to provide comprehensive support as well as investing in internal IT resource during this period.

Retention of key personnel

The retention of key personnel is a significant factor in the Group's ability to meet its growth expectations.

The Group's employment policies, remuneration and benefits packages are regularly reviewed and are designed to be competitive. This period the Group extended its benefits package to include Private Healthcare cover for all its employees who have stayed with the business beyond their probation period.

Aquavista Watersides Topco Ltd

Group Strategic Report (continued) For the Period Ended 31 March 2022

Financial instruments and financial risk management

The Group's activities expose it to financial risks including credit risk, interest rate risk, and liquidity risk.

Credit risk

The Group's principal financial assets are bank balances and cash, trade debtors and other receivables. The Group's credit risk is primarily related to trade debtors. The amount shown in the Balance Sheet is net of allowances for doubtful receivables. The Group has no concentration of credit risk with the amounts due spread over many customers and is continuing to improve its processes around the management of this to further reduce its exposure.

Interest rate risk

The Group finances its operations through related party loan facilities and two long term loan facilities (Loan Facility B and a PIK Facility). The related party loan facilities attract a fixed rate of interest whilst long term loan facilities attract interest based on SONIA plus a margin as described in note 20 to the financial statements. The levels of debt and associated interest costs are carefully monitored and cash generation of the Group is modelled to ensure that all interest payments can be paid when they fall due. Aquavista Watersides 2 has an interest rate cap in place to reduce its exposure to interest rate risk.

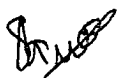
Liquidity risk

The Group measures its liquidity risk by the performance of its trading subsidiaries. It seeks to manage the financial risk by ensuring sufficient liquidity is available in these subsidiaries to meet foreseeable needs assessed through careful monitoring of the long term cash requirements of the business. The objective is to ensure a mix of funding methods offering flexibility and costs effectiveness to match the needs of the Company. As described in note 20 to the financial statements, the Group has long-term loan facilities totalling £104m and the following undrawn facilities to ensure its liquidity requirements are met as required:

- a. Loan facility C - £25,000,000. This loan facility is available on the same terms and conditions as Loan facility B above; and
- b. Bridge facility - £4,000,000. Subsequent to the year end, this facility was replaced by a £5,000,000 RCF facility.

Future cashflows arising in the trading subsidiaries are closely monitored to manage cashflow and liquidity risk.

This report was approved by the board and signed on its behalf by:



S M De Polo
Director

Date: 30/11/2022

Aquavista Watersides Topco Ltd

Directors' Report For the Period Ended 31 March 2022

The Directors present their report and the financial statements for the period from incorporation on 29 November 2021 to 31 March 2022.

Principal activity

The principal activity of the Company is a holding company for its subsidiaries detailed in note 15 to the financial statements.

The principal activity of the Group is the operation of a portfolio of marinas and associated services in the United Kingdom to provide an excellent quality of experience for customers whilst maximising the returns for shareholders.

Information in respect of the Group's financial performance, financial instruments, financial risk management and future developments has been included in the Group Strategic Report.

Results and dividends

The loss for the period, after taxation, amounted to £5,165,000.

The Directors do not recommend the payment of a dividend for the period.

Issue of shares

On 29 November 2021, 845,000 A Ordinary shares of £0.02p each, 38,873 B Ordinary shares of £0.30p each and 121,203 C Ordinary shares of £0.30p each were issued at a cost of £0.36p per share. The premium arising of £297,000 has been credited to the Merger Relief Reserve Account.

Directors

The Directors who served during the period and up to the date of this report were:

D J Bains (appointed 1 December 2021)
S M De Polo (appointed 29 November 2021)
N M England (appointed 18 March 2022)
G P Fletcher (appointed 1 December 2021)
J E Grinsted (appointed 1 December 2021)
A J Grove (appointed 1 December 2021, resigned 29 March 2022)
R J Palmer (appointed 1 December 2021)
R Sang (appointed 29 November 2021)
A J Saunders (appointed 17 January 2022)
M S Wanless (appointed 1 December 2021)
R Powell (appointed 29 March 2022)

Qualifying third party indemnity provisions

During the period, and up to the date of this report, directors' indemnity insurance was in place. This covers all qualifying directors.

Post balance sheet events

There have been no significant events affecting the Group since the period end.

Aquavista Watersides Topco Ltd

Directors' Report (continued) For the Period Ended 31 March 2022

Disclosure of information to auditor

Each of the persons who are Directors at the time when this Directors' Report is approved has confirmed that:

- so far as the Director is aware, there is no relevant audit information of which the Company and the Group's auditor is unaware, and
- the Director has taken all the steps that ought to have been taken as a Director in order to be aware of any relevant audit information and to establish that the Company and the Group's auditor is aware of that information.

Auditor

The auditor, BDO LLP, was appointed during the period and has expressed their willingness to continue in office. A resolution to re-appoint them will be proposed at the annual general meeting.

This report was approved by the board and signed on its behalf.



S M De Polo
Director

Date: 30/11/2022

Aquavista Watersides Topco Ltd

Directors' Responsibilities Statement For the Period Ended 31 March 2022

The Directors are responsible for preparing the Group Strategic Report, the Directors' Report and the consolidated financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial period. Under that law, the Directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law, the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and the Group and of the profit or loss of the Group for that period.

In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and the Group and to enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and the Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Aquavista Watersides Topco Ltd

Independent Auditor's Report to the Members of Aquavista Watersides Topco Ltd

Opinion on the financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the Group's and the Parent Company's affairs as at 31 March 2022 and of its loss for the period then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements of Aquavista Watersides Topco Ltd ("the Parent Company") and its subsidiaries ("the Group") for the period ended 31 March 2022 which comprise the Consolidated Statement of Comprehensive Income, the Consolidated and Company Balance Sheet, the Consolidated and Company Statement of Changes in Equity, the Consolidated Statement of Cash Flows, the Consolidated Analysis of Net Debt and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland* (United Kingdom Generally Accepted Accounting Practice).

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Group and the Parent Company in accordance with the ethical requirements that are relevant to our audit of financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the Directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Group or Parent Company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the Directors with respect to going concern are described in the relevant sections of this report.

Aquavista Watersides Topco Ltd

Independent Auditor's Report to the Members of Aquavista Watersides Topco Ltd (continued)

Other information

The Directors are responsible for the other information. The other information comprises the information included in the Annual Report and Financial Statements, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Other Companies Act 2006 reporting

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Group Strategic Report and Directors' Report for the financial period for which the financial statements are prepared is consistent with the financial statements; and
- the Group Strategic Report and the Directors' Report have been prepared in accordance with applicable legal requirements.

In the light of the knowledge and understanding of the Group and the Parent Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Group Strategic Report and the Directors' Report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the Parent Company financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of directors

As explained more fully in the Directors' Responsibilities Statement, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the Directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Directors are responsible for assessing the Group's and Parent Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Group or the Parent Company or to cease operations, or have no realistic alternative but to do so.

Aquavista Watersides Topco Ltd

Independent Auditor's Report to the Members of Aquavista Watersides Topco Ltd (continued)

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Extent to which the audit was capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The design and execution of our procedures and the extent to which they are capable of detecting irregularities, including fraud, is detailed below.

In identifying and assessing risks of material misstatement in respect of irregularities, including fraud and non-compliance with laws and regulations, our procedures included the following:

- Enquiring of Management and the Directors, including obtaining and reviewing supporting documentation, concerning the Group and the Parent Company's policies and procedures relating to:
 - identifying, evaluating and complying with laws and regulations and whether they were aware of any instances of non-compliance;
 - detecting and responding to the risks of fraud and whether they had knowledge of any actual, suspected or alleged fraud; and
 - the internal controls established to mitigate risks related to fraud or non-compliance with laws and regulations.
- We obtained an understanding of the legal and regulatory frameworks applicable to the Group and the Parent Company based on our understanding of the business, sector experience and discussions with management. The most significant considerations are the application of UK Accounting Standards, the Companies Act 2006, corporate taxes and VAT legislation, employment taxes, health and safety and the Bribery Act 2010.
- Discussing amongst the engagement team to assess how and where fraud might occur in the financial statements and any potential indicators of fraud. As part of this discussion, we identified potential for fraud in the following areas:
 - management override of control; and
 - revenue recognition, specifically the manipulation of revenue using fraudulent journals and the completeness of deferred revenue.

We executed procedures in line with our responsibilities to detect material misstatements in respect of irregularities, including fraud. These procedures included the following:

- We made enquiries of Management and reviewed correspondence with the relevant authorities to identify any irregularities or instances of non-compliance with laws and regulations.
- We tested the appropriateness of accounting journals and other adjustments made in the preparation of the financial statements. We used data assurance techniques to identify and analyse the complete population of all journals in the period to identify and substantively test any which we considered were indicative of management override.

Aquavista Watersides Topco Ltd

Independent Auditor's Report to the Members of Aquavista Watersides Topco Ltd (continued)

Auditor's responsibilities for the audit of the financial statements (continued)

Extent to which the audit was capable of detecting irregularities, including fraud (continued)

- We reviewed the Group and the Parent Company's accounting policies for non-compliance with relevant standards. Our work also included considering significant accounting estimates for evidence of misstatement or possible bias and testing any significant transactions that appeared to be outside the normal course of business.
- We critically assessed the appropriateness and tested the application of the revenue and cost recognition policies.

We also communicated relevant identified laws and regulations and potential fraud risks to all engagement team members, and remained alert to any indications of fraud or non-compliance with laws and regulations throughout the audit.

Our audit procedures were designed to respond to risks of material misstatement in the financial statements, recognising that the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery, misrepresentations or through collusion. There are inherent limitations in the audit procedures performed and the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely we are to become aware of it.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

Use of our report

This report is made solely to the Parent Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Parent Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Parent Company and the Parent Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

DocuSigned by:

Cindy Hrkalovic

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Cindy Hrkalovic (Senior Statutory Auditor)
For and on behalf of BDO LLP, statutory auditor
Nottingham
United Kingdom

Date: **30 November 2022**

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

Aquavista Watersides Topco Ltd

Consolidated Statement of Comprehensive Income For the Period Ended 31 March 2022

	Note	Period from 29 November 2021 to 31 March 2022 £000
Turnover	4	6,381
Cost of sales		(562)
Gross profit		5,819
Administrative expenses		(4,998)
Exceptional administrative expenses	5	(1,378)
Other operating income	6	4
Operating loss	7	(553)
Interest payable and similar charges	11	(4,746)
Loss before tax		(5,299)
Tax on loss	12	134
Loss for the financial period		(5,165)
Loss for the period attributable to:		
Owners of the Parent Company		(5,165)

There was no other comprehensive income for the period ended 31 March 2022.

The notes on pages 20 to 45 form part of these financial statements.

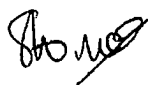
Aquavista Watersides Topco Ltd

Registered number: 13771013

**Consolidated Balance Sheet
As at 31 March 2022**

	Note	31 March 2022 £000
Fixed assets		
Intangible assets	13	14,106
Tangible assets	14	112,725
		<u>126,831</u>
Current assets		
Stocks	16	1,146
Debtors: amounts falling due within one year	17	2,606
Cash at bank and in hand		4,656
		<u>8,408</u>
Creditors: amounts falling due within one year	18	(13,237)
Net current liabilities		<u>(4,829)</u>
Total assets less current liabilities		<u>122,002</u>
Creditors: amounts falling due after more than one year	19	(108,675)
Provisions for liabilities		
Deferred taxation	21	(15,912)
Net liabilities		<u><u>(2,585)</u></u>
Capital and reserves		
Called up share capital	22	65
Merger Relief Reserve	23	2,515
Profit and loss account	23	(5,165)
		<u><u>(2,585)</u></u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf by:


S M De Polo
Director

Date: 30/11/2022

The notes on pages 20 to 45 form part of these financial statements.

Aquavista Watersides Topco Ltd
Registered number: 13771013

Company Balance Sheet
As at 31 March 2022

	Note	31 March 2022 £000
Fixed assets		
Investments	15	8,577
Current assets		
Debtors: amounts falling due within one year	17	17,221
Creditors: amounts falling due within one year	18	(77)
Net current liabilities		<u>17,144</u>
Creditors: amounts falling due after more than one year	19	(23,949)
Net liabilities		<u><u>1,772</u></u>
Capital and reserves		
Called up share capital	22	65
Merger Relief Reserve	23	2,515
Profit and loss account	23	(808)
		<u><u>1,772</u></u>

As permitted by Section 408 of the Companies Act 2006, the Company's Statement of Comprehensive Income has not been included in these financial statements. The loss for the period was £808,000.

The financial statements were approved and authorised for issue by the board and were signed on its behalf by:



S M De Polo
Director

Date: 30/11/2022

The notes on pages 20 to 45 form part of these financial statements.

Aquavista Watersides Topco Ltd

Consolidated Statement of Changes in Equity For the Period Ended 31 March 2022

	Called up share capital £000	Merger Relief Reserve £000	Profit and loss account £000	Total equity £000
At 29 November 2021	-	-	-	-
Comprehensive loss for the period				
Loss for the period	-	-	(5,165)	(5,165)
Total comprehensive loss for the period	-	-	(5,165)	(5,165)
Shares issued during the period	65	2,515	-	2,580
Total transactions with owners	65	2,515	-	2,580
At 31 March 2022	65	2,515	(5,165)	(2,585)

The notes on pages 20 to 45 form part of these financial statements.

Aquavista Watersides Topco Ltd

Company Statement of Changes in Equity For the Period Ended 31 March 2022

	Called up share capital £000	Merger Relief Reserve £000	Profit and loss account £000	Total equity £000
At 29 November 2021	-	-	-	-
Comprehensive loss for the period				
Loss for the period	-	-	(808)	(808)
Total comprehensive loss for the period	-	-	(808)	(808)
Shares issued during the period	65	2,515	-	2,580
Total transactions with owners	65	2,515	-	2,580
At 31 March 2022	65	2,515	(808)	1,772

The notes on pages 20 to 45 form part of these financial statements.

Aquavista Watersides Topco Ltd

Consolidated Statement of Cash Flows For the Period Ended 31 March 2022

	Period from 29 November 2021 to 31 March 2022 £000
Cash flows from operating activities	
Loss for the financial period	(5,165)
Adjustments for:	
Amortisation of intangible assets	493
Amortisation and depreciation	1,098
Interest payable	4,746
Taxation charge	(134)
Increase in stocks	60
Increase in debtors	(641)
(Decrease)/increase in creditors	(590)
Corporation tax paid	(143)
Net cash generated from operating activities	(276)
Cash flows from investing activities	
Purchase of intangible fixed assets	(1,205)
Acquisition of subsidiaries	(21,217)
Net cash acquired with subsidiaries	1,334
Net cash used in investing activities	(21,088)

Aquavista Watersides Topco Ltd

Consolidated Statement of Cash Flows (continued) For the Period Ended 31 March 2022

	2022 £000
Cash flows from financing activities	
Issue of ordinary shares	362
New bank loans	78,136
Interest paid on loans	(47,237)
Interest paid	(997)
Debt issue costs	(4,244)
Net cash generated from financing activities	26,020
Net increase in cash and cash equivalents	4,656
Cash and cash equivalents at the end of period	4,656
Cash and cash equivalents at the end of period comprise:	
Cash at bank and in hand	4,656

The notes on pages 20 to 45 form part of these financial statements.

Aquavista Watersides Topco Ltd

Consolidated Analysis of Net Debt For the Period Ended 31 March 2022

	Cash flows	Acquisition	Other	At 31 March
	£000	£000	changes	2022
	£000	£000	£000	£000
Cash at bank and in hand	4,656	-	-	4,656
Debt due after 1 year	(25,265)	(74,763)	(8,635)	(108,663)
Debt due within 1 year	-	-	(1,032)	(1,032)
	<u>(20,609)</u>	<u>(74,763)</u>	<u>(9,667)</u>	<u>(105,039)</u>

The notes on pages 20 to 45 form part of these financial statements.

Aquavista Watersides Topco Ltd

Notes to the Financial Statements For the Period Ended 31 March 2022

1. General information

Aquavista Watersides Topco Ltd is a private company limited by shares and incorporated in England and Wales under the Companies Act 2006. The address of the registered office is given on the Company information page and the nature of the Company's and Group's operations and its principal activities are set out in the Strategic Report and Directors' Report.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires Group management to exercise judgement in applying the Group's accounting policies (see note 3).

The Company has taken advantage of the exemption allowed under section 408 of the Companies Act 2006 and has not presented its own Statement of Comprehensive Income in these financial statements.

The following principal accounting policies have been applied:

2.2 Basis of consolidation

The consolidated financial statements present the results of the Company and its own subsidiaries ("the Group") as if they form a single entity. Intercompany transactions and balances between group companies are therefore eliminated in full.

The consolidated financial statements incorporate the results of business combinations using the purchase method. In the Balance Sheet, the acquiree's identifiable assets, liabilities and contingent liabilities are initially recognised at their fair values at the acquisition date. The results of acquired operations are included in the Consolidated Statement of Comprehensive Income from the date on which control is obtained. They are deconsolidated from the date control ceases.

In accordance with the transitional exemption available in FRS 102, the Group has chosen not to retrospectively apply the standard to business combinations that occurred before the date of transition to FRS 102.

Aquavista Watersides Topco Ltd

Notes to the Financial Statements For the Period Ended 31 March 2022

2. Accounting policies (continued)

2.3 Going concern

In order to form an assessment of the continued applicability of the going concern basis of preparation, the Directors have prepared trading and cash flow forecasts for the Group for a period of at least 12 months from the date of approval of the financial statements. The Group has net current liabilities of £4,829,000 and it has the support of the group companies to enable it to meet its liabilities as they fall due. The Directors have also reviewed the associated credit facilities of the Group, including assessment of the recent and forecast future compliance with covenants. These trading and cash flow forecasts indicate the Group will be able to operate within the committed facilities, without recourse to the equity commitment, and in full compliance with all associated covenants.

Given the ongoing economic uncertainty, the Directors have also applied various sensitivities to the trading and cash flow forecasts. These scenarios confirm that the Group will be able to continue to operate and settle their liabilities as they fall due under all reasonably foreseeable scenarios. Should the potential future impacts be greater than the Directors predict, they would look to implement cost management and cash flow initiatives and to access any further grants / reliefs available from government as appropriate.

Based on the above the Directors are satisfied that the Group and the Company will be able to continue as a going concern.

Aquavista Watersides Topco Ltd

Notes to the Financial Statements For the Period Ended 31 March 2022

2. Accounting policies (continued)

2.4 Revenue

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. Revenue is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes. The following criteria must also be met before revenue is recognised:

Sale of goods

Revenue from the sale of goods is recognised when all of the following conditions are satisfied:

- the Group has transferred the significant risks and rewards of ownership to the buyer;
- the Group retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- the amount of revenue can be measured reliably;
- it is probable that the Group will receive the consideration due under the transaction; and
- the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Rendering of services

Revenue from a contract to provide services is recognised in the period in which the services are provided in accordance with the stage of completion of the contract when all of the following conditions are satisfied:

- the amount of revenue can be measured reliably;
- it is probable that the Group will receive the consideration due under the contract;
- the stage of completion of the contract at the end of the reporting period can be measured reliably; and
- the costs incurred and the costs to complete the contract can be measured reliably.

Revenue invoiced in advance is held in deferred income until the service has been provided whilst revenue billed in arrears is included within accrued income.

2.5 Operating leases: the Group as lessee

Rentals paid under operating leases are charged to profit or loss on a straight-line basis over the lease term.

2.6 Government grants

Government grants including the CJRS grants and the Retail, Leisure and Hospitality grants are accounted for under the accruals model as permitted by FRS 102.

Grants of a revenue nature are recognised in the Consolidated Statement of Comprehensive Income in the same period as the related expenditure.

2.7 Finance costs

Finance costs are charged to profit or loss over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

Aquavista Watersides Topco Ltd

Notes to the Financial Statements For the Period Ended 31 March 2022

2. Accounting policies (continued)

2.8 Pensions

Defined contribution pension plan

The Group operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the Group pays fixed contributions into a separate entity. Once the contributions have been paid the Group has no further payment obligations.

The contributions are recognised as an expense in profit or loss when they fall due. Amounts not paid are shown in accruals as a liability in the Balance Sheet. The assets of the plan are held separately from the Group in independently administered funds.

2.9 Current and deferred taxation

The tax expense for the period comprises current and deferred tax. Tax is recognised in profit or loss except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the balance sheet date in the countries where the Company and the Group operate and generate income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the Balance Sheet date, except that:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits;
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met; and
- Where they relate to timing differences in respect of interests in subsidiaries, associates, branches and joint ventures and the Group can control the reversal of the timing differences and such reversal is not considered probable in the foreseeable future.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the Balance Sheet date.

2.10 Exceptional items

Exceptional items are transactions that fall within the ordinary activities of the Group but are presented separately due to their size or incidence.

Aquavista Watersides Topco Ltd

Notes to the Financial Statements For the Period Ended 31 March 2022

2. Accounting policies (continued)

2.11 Intangible assets

Goodwill

Goodwill represents the difference between amounts paid on the cost of a business combination and the acquirer's interest in the fair value of its identifiable assets and liabilities of the acquiree at the date of acquisition. Subsequent to initial recognition, goodwill is measured at cost less accumulated amortisation and accumulated impairment losses. Goodwill is amortised on a straight line basis to the Consolidated Statement of Comprehensive Income over its useful economic life. Goodwill is amortised over 10 years.

Other intangible assets

Other intangible assets consist of the Aquavista website. Intangible assets are initially recognised at cost. After recognition, under the cost model, intangible assets are measured at cost less any accumulated amortisation and any accumulated impairment losses. The website is deemed to have a useful economic life of five years.

2.12 Tangible fixed assets

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Land is not depreciated. Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line method.

Depreciation is provided on the following basis:

Freehold property	
- Buildings	- 2.5%
- Pontoons	- 4 - 10%
Long-term leasehold property	
Long leases	- The unexpired lease term
- Buildings	- 2.5%
- Pontoons	- 4 - 10%
Plant and machinery	- 4 - 25%

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in profit or loss.

Aquavista Watersides Topco Ltd

Notes to the Financial Statements For the Period Ended 31 March 2022

2. Accounting policies (continued)

2.13 Impairment of fixed assets and goodwill

Assets that are subject to depreciation or amortisation are assessed at each balance sheet date to determine whether there is any indication that the assets are impaired. Where there is any indication that an asset may be impaired, the carrying value of the asset (or cash-generating unit to which the asset has been allocated) is tested for impairment. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's (or CGU's) fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (CGUs). Non-financial assets that have been previously impaired are reviewed at each balance sheet date to assess whether there is any indication that the impairment losses recognised in prior periods may no longer exist or may have decreased.

2.14 Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment.

2.15 Stocks

Stocks are stated at the lower of cost and net realisable value, being the estimated selling price less costs to complete and sell. Cost is based on the cost of purchase on a first in, first out basis. Work in progress and finished goods include labour and attributable overheads.

At each Balance Sheet date, stocks are assessed for impairment. If stock is impaired, the carrying amount is reduced to its selling price less costs to complete and sell. The impairment loss is recognised immediately in profit or loss.

2.16 Debtors

Short-term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

2.17 Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

In the Consolidated Statement of Cash Flows, cash and cash equivalents are shown net of bank overdrafts that are repayable on demand and form an integral part of the Group's cash management.

2.18 Creditors

Short-term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

Aquavista Watersides Topco Ltd

Notes to the Financial Statements For the Period Ended 31 March 2022

2. Accounting policies (continued)

2.19 Provisions for liabilities

Provisions are made where an event has taken place that gives the Group a legal or constructive obligation that probably requires settlement by a transfer of economic benefit, and a reliable estimate can be made of the amount of the obligation.

Provisions are charged as an expense to profit or loss in the period that the Group becomes aware of the obligation, and are measured at the best estimate at the Balance Sheet date of the expenditure required to settle the obligation, taking into account relevant risks and uncertainties.

When payments are eventually made, they are charged to the provision carried in the Balance Sheet.

2.20 Financial instruments

The Group only enters into basic financial instrument transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and other third parties and loans to related parties.

From time to time the Group uses derivative financial instrument to reduce exposure to interest rate risk. The Group does not hold or issue derivative financial instrument for speculative purpose.

Derivatives are initially recognised at fair value at the date a derivative contract is entered into and are subsequently re-measured to the fair value to each reporting date. The resulting gains and loss is recognised in the Consolidates Statement of Comprehensive Income immediately.

Aquavista Watersides Topco Ltd

Notes to the Financial Statements For the Period Ended 31 March 2022

3. Judgements in applying accounting policies and key sources of estimation uncertainty

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstance.

In preparing these financial statements, the Directors have made the following judgements:

a) Operating leases

A number of marinas are held on long term leases. Judgement is made to classify these as operating leases and not finance leases. This is based on the assessment indicators as given in FRS 102. Included within these is a comparison between lease length and useful economic life. In estimating the useful economic life, management consider the age of other similar assets on the waterway network from which value is still being derived (e.g docks) and lease terms on similar properties.

b) Impairment of tangible, intangible assets and fixed asset investments

Determine whether there are indicators of impairment of the Group's tangible and intangible assets, including goodwill and investments in subsidiary undertakings held by the Company. Factors taken into consideration in reaching such a decision include the economic viability and expected future financial performance of the asset and where it is a component of a larger cash-generating unit, the viability and expected future performance of that unit.

Other key sources of estimation uncertainty are:

c) Trade debtors

Judgement is required when determining if there is any impairment to the trade debtors balance. Trade debtors are reviewed for impairment if they are past due and are not repaid within standard credit terms. A provision for impairment will be made if, following review of the balances, the Company considers it unlikely that any balance will be recovered.

d) Useful economic lives of operational fixed assets

Assets held by the Group are depreciated from acquisition based on their useful economic life, so to write-off the cost of the asset less any residual value (if any). Judgement is required to assess the length of this life, and this is evaluated based on past experience, asset classification and condition reviews. Depreciation rates for classes of assets are reviewed annually, to ensure they remain appropriate with reference to external and internal factors, including the level of proceeds (and resulting profits/losses) recognised on disposal of such items. Value in use calculations are also performed annually for marinas where there is considered a risk of impairment.

e) Goodwill arising on business combinations

The useful economic life of goodwill has been estimated as 10 years. This estimate is based on a variety of factors such as the expected use of the acquired business, any legal, regulatory or contractual provisions that can limit useful life and assumptions that market participants would consider in respect of similar businesses.

Aquavista Watersides Topco Ltd

Notes to the Financial Statements For the Period Ended 31 March 2022

3. Judgements in applying accounting policies and key sources of estimation uncertainty (continued)

g) Impairment of fixed assets

Where impairment indicators are present, management are required to make estimates of the value in use of the Group's assets to determine any potential impairments. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money. An impairment loss is recognised where the carrying value of the asset exceeds the value in use.

4. Turnover

	Period from 29 November 2021 to 31 March 2022 £000
Moorings (including hardstanding)	4,461
Retail	369
Brokerage fees	336
Floating Homes	209
Other income	1,006
	<u>6,381</u>

Other income includes revenue from floating homes, storage, cost recoveries and sundry income.

All turnover arose within the United Kingdom.

Aquavista Watersides Topco Ltd

Notes to the Financial Statements For the Period Ended 31 March 2022

5. Exceptional administrative expenses

	Period from 29 November 2021 to 31 March 2022 £000
Remedial costs	37
Redundancy costs	38
Integration costs	526
Aborted costs	777
	<u>1,378</u>

During the period, the Group incurred the following exceptional items:

- a. Costs of £37,000 in respect of remedial costs in relation to electrical works and floating homes.
- b. Costs of £38,000 incurred by the Company to replace senior staff who left the business.
- c. Costs of £526,000 in respect of the integration of the Castle Marinas business into the Aquavista Group.
- d. Costs of £777,000 in respect of the acquisition of marinas which were subsequently aborted.

6. Other operating income

	Period from 29 November 2021 to 31 March 2022 £000
Government grants received in respect of CJRS grants and Retail, Leisure and Hospitality grants	<u>4</u>

7. Operating loss

The operating loss is stated after charging:

	Period from 29 November 2021 to 31 March 2022 £000
Amortisation of intangible fixed assets	493
Depreciation of tangible fixed assets	1,097
Other operating lease rentals	<u>264</u>

Aquavista Watersides Topco Ltd

Notes to the Financial Statements For the Period Ended 31 March 2022

8. Auditor's remuneration

	Period from 29 November 2021 to 31 March 2022 £000
Fees payable to the Group's auditor and its associates for the audit of the Group's annual financial statements	66
Fees payable to the Group's auditor and its associates in respect of:	
Taxation compliance services	17
All other services	339
	<u>356</u>

9. Employees

Staff costs, including Directors' remuneration, were as follows:

	Group Period from 29 November 2021 to 31 March 2022 £000	Company Period from 29 November 2021 to 31 March 2022 £000
Wages and salaries	1,071	-
Social security costs	98	-
Cost of defined contribution scheme	60	-
	<u>1,229</u>	<u>-</u>

The Company has no employees other than the Directors, who did not receive any remuneration. The Directors receive remuneration for their services to the Group from the Company's subsidiaries, Aquavista Watersides Limited and Project Belize Limited. It is not practical or possible to accurately apportion these costs to each entity in the Group. Given the relative size of the respective Group entities, the effect of not apportioning these costs for disclosure purposes is not considered to be material.

Aquavista Watersides Topco Ltd

Notes to the Financial Statements For the Period Ended 31 March 2022

9. Employees (continued)

The average monthly number of employees, including the Directors, during the period was as follows:

	Period from 29 November 2021 to 31 March 2022 No.
Full time	120
Part time	65
	<u>185</u>

10. Directors' remuneration

	Period from 29 November 2021 to 31 March 2022 £000
Directors' emoluments (paid from a subsidiary undertaking)	204
Group contributions to defined contribution pension schemes	15
	<u>219</u>

During the period retirement benefits were accruing to 6 Directors in respect of defined contribution pension schemes.

The highest paid Director received remuneration of £58,000.

The value of the Group's contributions paid to a defined contribution pension scheme in respect of the highest paid Director amounted to £5,000.

The chairman invoiced fees of £16,000 to the Group during the period in respect of his services.

Aquavista Watersides Topco Ltd

Notes to the Financial Statements For the Period Ended 31 March 2022

11. Interest payable and similar charges

	Period from 29 November 2021 to 31 March 2022 £000
Bank interest payable	247
Loan interest payable	3,136
Interest on deferred consideration	87
Amortisation of deal fees and other one off costs	1,276
	<u>4,746</u>

The amount charged in respect of deal fees includes:

- a. The amortisation of deal fees in respect of the loans described in note 20 below - £287,000;
- b. Additional one off interest rate cap and capital commitment fees - £668,000;
- c. Unamortised deal fees charged to the Statement of Comprehensive Income on bank loans fully repaid subsequent to the acquisition of Project Belize Limited - £320,000.

12. Taxation

	Period from 29 November 2021 to 31 March 2022 £000
Deferred tax	
Origination and reversal of timing differences	<u>(134)</u>
Taxation on loss	<u>(134)</u>

Aquavista Watersides Topco Ltd

Notes to the Financial Statements For the Period Ended 31 March 2022

12. Taxation (continued)

Factors affecting tax charge for the period

The tax assessed for the period is higher than the standard rate of corporation tax in the UK of 19%. The differences are explained below:

	Period from 29 November 2021 to 31 March 2022 £000
Loss before tax	(5,299)
Loss multiplied by standard rate of corporation tax in the UK of 19%	(1,007)
Effects of:	
Non-tax deductible amortisation of goodwill and impairment	92
Expenses not deductible for tax purposes, other than goodwill amortisation and impairment	746
Fixed asset differences	57
Deferred tax change in rates	35
Movement in deferred tax not recognised	(57)
Total tax charge for the period	(134)

Factors that may affect future tax charges

The March 2021 Budget announced a further increase to the main rate of corporation tax to 25% from 1 April 2023. This rate has not been substantively enacted at the Balance Sheet date, as result deferred tax balances as at 31 March 2022 continue to be measured at 19%.

Aquavista Watersides Topco Ltd

Notes to the Financial Statements For the Period Ended 31 March 2022

13. Intangible assets

Group and Company

	Website development £000	Goodwill £000	Total £000
Cost			
At 29 November 2021	-	-	-
Acquisition of subsidiary (see note 24)	107	14,492	14,599
At 31 March 2022	107	14,492	14,599
Amortisation			
At 29 November 2021	-	-	-
Charge for the period	10	483	493
At 31 March 2022	10	483	493
Net book value			
At 31 March 2022	97	14,009	14,106

Aquavista Watersides Topco Ltd

Notes to the Financial Statements For the Period Ended 31 March 2022

14. Tangible fixed assets

Group

	Freehold property £000	Long-term leasehold property £000	Plant and machinery £000	Total £000
Cost or valuation				
At 29 November 2021	-	-	-	-
Additions	457	595	153	1,205
Acquisition of subsidiary (see note 24)	43,905	66,370	2,342	112,617
At 31 March 2022	44,362	66,965	2,495	113,822
Depreciation				
At 29 November 2021	-	-	-	-
Charge for the period	285	481	331	1,097
At 31 March 2022	285	481	331	1,097
Net book value				
At 31 March 2022	44,077	66,484	2,164	112,725

15. Fixed asset investments

Company

	Investments in subsidiary companies £000
Cost or valuation	
At 29 November 2021	-
Additions	8,577
At 31 March 2022	8,577

Aquavista Watersides Topco Ltd

Notes to the Financial Statements For the Period Ended 31 March 2022

15. Fixed asset investments (continued)

Subsidiary undertakings

The following were subsidiary undertakings of the Company:

Name	Registered office	Principal activity	Class of shares	Holding
Project Belize Limited	United Kingdom	Intermediate holding company	Ordinary	100%
Aquavista Watersides 2 Ltd*	United Kingdom	Intermediate holding company	Ordinary	100%
Aquavista Watersides Ltd*	United Kingdom	Marina operations and intermediate holding company	Ordinary	100%
Castle Marinas Limited*	United Kingdom	Marina operations and intermediate holding company	Ordinary	100%
Birdham Pool Ltd **	United Kingdom	Marina Operations	Ordinary	100%
Buckden Marina Ltd**	United Kingdom	Marina Operations	Ordinary	100%
Clarence Marina Limited **	United Kingdom	Marina Operations	Ordinary	100%
Kings Bromley Limited **	United Kingdom	Marina Operations	Ordinary	100%
Nottingham Castle Marina Limited **	United Kingdom	Marina Operations	Ordinary	100%
Ventnor Marina Limited **	United Kingdom	Marina Operations	Ordinary	100%
Wigrams Turn Marina Limited **	United Kingdom	Marina Operations	Ordinary	100%
Crick Marina Limited **	United Kingdom	Marina Operations	Ordinary	100%
Croprey Marina Limited **	United Kingdom	Marina Operations	Ordinary	100%
Birdham Shipyard Ltd **	United Kingdom	Marina Operations	Ordinary	100%
Castle Marinas One Limited **	United Kingdom	Marina Operations	Ordinary	100%
Castle Marinas Boat Sales Limited**	United Kingdom	Marina Operations	Ordinary	100%
Castle Marinas Three Limited**	United Kingdom	Marina Operations	Ordinary	100%

The registered office of Project Belize Limited, Aquavista Watersides 2 Ltd, Aquavista Watersides Ltd and Castle Marinas Limited is Sawley Marina, Long Eaton, Nottinghamshire, NG10 3AE.

* Indirectly held

** Subsidiaries of Castle Marinas Limited

16. Stocks

	Group 31 March 2022 £000	Company 31 March 2022 £000
Finished goods and goods for resale	1,146	-

Stocks are stated after provision for impairment of £64,000.

Aquavista Watersides Topco Ltd

Notes to the Financial Statements For the Period Ended 31 March 2022

17. Debtors

	Group 31 March 2022 £000	Company 31 March 2022 £000
Trade debtors	957	-
Amounts owed by group undertakings	-	17,210
Other debtors	1,028	11
Prepayments and accrued income	603	-
Tax recoverable	18	-
	<u>2,606</u>	<u>17,221</u>

Trade debtors are stated after provision for impairment of £100,000.

Amounts owed by group undertakings are unsecured and payable on demand.

18. Creditors: amounts falling due within one year

	Group 31 March 2022 £000	Company 31 March 2022 £000
Trade creditors	1,198	-
Amounts owed to group undertakings	-	77
Corporation tax	279	-
Other taxation and social security	480	-
Other creditors	2,946	-
Accruals and deferred income	8,334	-
	<u>13,237</u>	<u>77</u>

Other creditors include deferred consideration recognised in Aquavista Watersides Ltd of £2,047,000. Accrued interest of £675,000 in respect of the deferred consideration has been recognised in accruals and deferred income.

Accruals and deferred income include interest payable on loan facility B of £1,032,000 as described in note 20.

Amounts owed to group undertakings are unsecured and payable on demand.

Aquavista Watersides Topco Ltd

Notes to the Financial Statements For the Period Ended 31 March 2022

19. Creditors: amounts falling due after more than one year

	Group 31 March 2022 £000	Company 31 March 2022 £000
Other loans (see note 20)	108,663	23,949
Other creditors	12	-
	<u>108,675</u>	<u>23,949</u>

Aquavista Watersides Topco Ltd

Notes to the Financial Statements For the Period Ended 31 March 2022

20. Loans

	Group 31 March 2022 £000	Company 31 March 2022 £000
Amounts falling due 1-2 years		
Other loans	28,355	-
Amounts falling due after more than 5 years		
Other loans	80,308	23,949
	<u>108,663</u>	<u>23,949</u>

Other loans

Other loans due in 1-2 years

The loan notes are recognised in Project Belize Limited and are held by LDC (Nominees) Limited, LDC Parallel (Nominees) Limited, Samelhana Limited (a company related to Mr G P Fletcher, a director), and the directors referred to in note 28 below. All loan notes issued attract an interest rate of 10% and are repayable in December 2025. Interest charged to the Statement of Comprehensive Income in the period was £928,000. Loans notes with a balance of £10,510,000 are secured by a Guarantee and Debenture over the Company's assets. The remaining loan notes are unsecured. The loan notes are recognised net of debt issue costs. Debt issue costs at acquisition were £449,000. During the period deal costs of £51,000 were amortised to the Statement of Comprehensive Income leaving a balance to carry forward of £398,000.

Other loans due after more than 5 years

Aquavista Watersides 2 Ltd - £56,359,000

Loan facility B of £48,000,000 and a PIK facility of £12,000,000. Loan facility B attracts interest based on SONIA + 6% as long as adjusted senior net leverage is 5.5%. If net debt leverage is 5.0-5.5% it is SONIA +5.75%, if it is 4.5-5.0% it is 5.5% and if it is below 4.5% it is 5.25%. The interest on the PIK facility is based on SONIA plus 10.5%. Both loans are repayable in 2028. Interest charged to the statement of comprehensive income on the period was £1,032,000 on the Loan facility B and £420,000 on the PIK facility. The interest on Loan facility B, which is included in accruals and deferred income in note 19 above, was paid on 1 June 2022 and the interest on the PIK facility rolls up and is repayable in 2028. The loans are secured by a fixed and floating charge over property and undertakings of the Group. The loans are recognised net of debt issue costs of £4,264,000. During the period debt issue costs of £203,000 were amortised to the Statement of Comprehensive Income.

Company - £23,949,000

Loan facility of £23,837,000 held by LDC (Nominees) Limited and the management of the Company. The loans attract a fixed interest rate of 10%. Repayment of the capital and accrued interest is in 2029. Interest charged to the Statement of Comprehensive Income for the period was £775,000. Loans with a balance £9,068,000 are secured by a Guarantee and Debenture over the Group's assets. The remaining loans are unsecured. The loans are recognised net of debt issue costs of £696,000. During the period debt issue costs of £33,000 were amortised to the Statement of Comprehensive Income.

Aquavista Watersides Topco Ltd

Notes to the Financial Statements For the Period Ended 31 March 2022

21. Deferred taxation

Group

	31 March 2022 £000
At beginning of period	-
Charged to Statement of Comprehensive Income	134
Arising on business combinations	(16,046)
At end of period	(15,912)
	Group
	31 March
	2022
	£000
Other short term timing differences	6
Arising on business combinations	(15,036)
Accelerated capital allowances	(882)
	(15,912)

22. Share capital

	31 March 2022 £000
Allotted, called up and fully paid	
845,000 A Ordinary shares of £0.02 each shares of £0.02 each	17
38,873 B Ordinary shares of £0.30 each shares of £0.30 each	12
121,203 C Ordinary shares of £0.30 each shares of £0.30 each	36
	65

On 29 November 2021, 845,000 A Ordinary shares of £0.02p each, 38,873 B Ordinary shares of £0.30p each and 121,203 C Ordinary shares of £0.30p each were issued at a cost of £0.36p per share. The premium arising of £297,000 has been credited to the Merger Relief Reserve account.

A ordinary shares carry voting rights of 1 per share, provided that all such shares held by LDC entities shall not confer more than 49.9% of the total voting rights of all shares. B and C ordinary shares carry voting rights of 1 vote per share. All shares rank equally on a return of capital and full dividend rights are pro rata on the nominal value of shares.

Aquavista Watersides Topco Ltd

Notes to the Financial Statements For the Period Ended 31 March 2022

23. Reserves

Called up share capital

Called up share capital represents the nominal value of the shares issued.

Merger relief reserve

The other reserves arose on the acquisition of Project Belize Limited and represents £2,515,000 of merger relief reserve from shares issued where the merger relief provisions of the Companies Act were applied.

Profit and loss account

The profit and loss account includes all current and prior period profits and losses, net of dividends and historic gift aid payments.

Aquavista Watersides Topco Ltd

Notes to the Financial Statements For the Period Ended 31 March 2022

24. Business combinations

The following acquisitions took place in the period:

a. On 30 November 2021, Aquavista Watersides Topco Ltd acquired the issued share capital of Project Belize Limited and its subsidiaries at that date.

Recognised amounts of identifiable assets acquired and liabilities assumed

	Book value £000	Fair value adjustments £000	Fair value £000
Fixed assets			
Tangible	37,730	25,470	63,200
Intangible	107	-	107
	<u>37,837</u>	<u>25,470</u>	<u>63,307</u>
Current assets			
Stocks	766	-	766
Debtors	1,396	-	1,396
Tax recoverable	19	-	19
Cash at bank and in hand	720	-	720
	<u>40,738</u>	<u>25,470</u>	<u>66,208</u>
Total assets	40,738	25,470	66,208
Creditors			
Due within one year	(19,370)	-	(19,370)
Due after more than one year	(28,343)	-	(28,343)
Deferred taxation	(3,551)	(6,368)	(9,919)
	<u>(10,526)</u>	<u>19,102</u>	<u>8,576</u>
Total identifiable net liabilities	(10,526)	19,102	8,576

The fair value adjustments arising comprise:

a. Tangible fixed assets - £25,470,000. Reassessment of book values acquired.
b. Deferred taxation- £6,368,000. Deferred taxation arising on reassessment of book values of tangible fixed assets acquired..

Consideration

	£000
Loan notes	5,701
Equity issued	2,424
Cash - payments to exiting management	387
Deal costs	64
	<u>8,576</u>
Total purchase consideration	8,576

Aquavista Watersides Topco Ltd

Notes to the Financial Statements For the Period Ended 31 March 2022

24. Business combinations (continued)

b. On 1 December 2021 Aquavista Watersides Limited, a subsidiary of Aquavista Watersides Topco Limited acquired the issued share capital of Castle Marinas Limited and its subsidiary undertakings.

Recognised amounts of identifiable assets acquired and liabilities assumed

	Book value £000	Fair value adjustments £000	Fair value £000
Fixed assets			
Tangible	49,562	(145)	49,417
	<u>49,562</u>	<u>(145)</u>	<u>49,417</u>
Current Assets			
Stocks	441	-	441
Debtors	550	-	550
Cash at bank and in hand	615	-	615
	<u>51,168</u>	<u>(145)</u>	<u>51,023</u>
Total Assets			
Creditors			
Due within one year	(29,785)	(1,675)	(31,460)
Due after more than one year	(7,022)	-	(7,022)
Deferred taxation	(6,127)	-	(6,127)
	<u>8,234</u>	<u>(1,820)</u>	<u>6,414</u>
Total identifiable net assets			
	<u>8,234</u>	<u>(1,820)</u>	<u>6,414</u>
Goodwill			(14,491)
Total purchase consideration			<u>(20,905)</u>

The fair value adjustments arising comprise:

- a. Tangible fixed assets - £145,000. Reassessment of book values acquired.
- b. Creditors due in one year - £1,675,000. Reassessment of liabilities acquired.

Consideration

	£000
Cash consideration	18,411
Professional fees payable	346
Other fees including deal costs	2,148
Total purchase consideration	<u>20,905</u>

Aquavista Watersides Topco Ltd

Notes to the Financial Statements For the Period Ended 31 March 2022

24. Business combinations (continued)

Net cash outflow on acquisition in respect of both acquisitions

	£000
Purchase consideration settled in cash, as above	19,004
Professional fees	2,212
Net cash outflow on acquisition	21,216

The results of Aquavista Watersides Topco Ltd and its subsidiaries since acquisition are as follows:

	Current period since acquisition £000
Turnover	6,381
Operating loss for the period	(553)

25. Contingent liabilities

As at 31 March 2022, there were guarantees with group companies in respect of group borrowings which are secured by a fixed and floating charge over the properties of Aquavista Watersides Limited and Castle Marinas Limited. At the period end date, the total drawn bank facilities over which a guarantee has been given were £60.9m of outstanding capital.

26. Pension commitments

The Group operates a defined contributions pension scheme. The assets of the scheme are held separately from those of the Group in an independently administered fund. The pension cost charge represents contributions payable by the Group to the fund and amounted to £170,000. Contributions totalling £91,000 were payable to the fund at the Balance Sheet date and are included in creditors.

27. Commitments under operating leases

At 31 March 2022, the Group and the Company had future minimum lease payments due under non-cancellable operating leases for each of the following periods:

	Group 2022 £000
Not later than 1 year	794
Later than 1 year and not later than 5 years	3,037
Later than 5 years	58,795
	62,626

Aquavista Watersides Topco Ltd

Notes to the Financial Statements For the Period Ended 31 March 2022

28. Related party transactions

The Group has taken advantage of the exemption offered by Financial Reporting Standard 102 (Section 33) from the requirement to disclose transactions with other group companies that are 100% owned.

The following table summarises the loan notes held by related parties referred to in note 20 above:

	Loan notes acquired £000	Loan notes issued £000	Loan notes repaid £000	Interest Charged £000	Balance at 31 March 2022 £000
LDC (Nominees) Limited	27,038	21,687	-	1,626	50,351
LDC Parallel (Nominees) Limited*	205	164	-	12	381
Samelhana Limited**	319	383	-	17	547
J G Whyatt	88	-	(88)	-	-
D Bramhall	44	-	(44)	-	-
G P Fletcher ***	-	303	-	10	313
S M de Polo ***	141	318	-	15	474
N England ***	-	495	-	2	497
J E Grinsted ***	38	157	-	7	202
A Lloyd ***	-	12	-	-	12
R Palmer ***	-	23	-	1	24
R Sang ***	68	180	-	7	255
A Saunders ***	-	35	-	1	36
M Wanless ***	17	79	-	3	99
	<u>27,958</u>	<u>23,836</u>	<u>(132)</u>	<u>1,701</u>	<u>53,191</u>

The loan notes above are before debt issue costs referred to in note 20 above.

* Shareholders

** A company of which G P Fletcher is a shareholder and director

*** Shareholders and directors

J G Whyatt resigned as a director on 1 December 2021. Loan notes of £88,000 (inclusive of accumulated interest) were repaid at this date.

D Bramhall's loan notes of £44,000 (inclusive of accumulated interest) were repaid on 1 December 2021.

The total compensation paid to key management personnel for services provided to the Group was £227,000.

The chairman invoiced fees of £16,000 to the Group during the period in respect of his services.

29. Controlling party

No party has a controlling beneficial interest in the Group.